

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI HOLDING COMPANY, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 20-12456 (JTD)

(Jointly Administered)

Hearing Date: December 7, 2020 at 3:00 p.m.

Ref. Docket No. 614, 668, 673

**JOINDER OF CHICK-FIL-A, INC. TO
OBJECTION OF NATIONAL RETAIL PROPERTY, LP;
ASTON PROPERTIES, INC.; BENDERSON DEVELOPMENT COMPANY, LLC;
BROOKFIELD PROPERTIES RETAIL, INC.; REGENCY CENTERS, LP; AND
REALTY INCOME CORP. TO DEBTORS' NOTICE OF LITIGATION SCHEDULE**

Chick-fil-A, Inc. ("CFA"), by and through undersigned counsel, hereby joins the *Objection of National Retail Property, LP; Aston Properties, Inc.; Benderson Development Company, LLC; Brookfield Properties Retail, Inc.; Regency Centers, LP; and Realty Income Corp. to Debtors' Notice of Litigation Schedule* (D.I. 668) (the "Objection"). CFA incorporates herein the arguments contained in the Objection and respectfully requests that this Court deny

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

the Abatement Procedures (as defined in the Objection) and grant such other and further relief as the Court deems just and proper.

To the extent not inconsistent with the Objection, CFA joins in the objections and responses to the Abatement Procedures asserted by other landlords or parties. CFA reserves the right to amend and/or supplement this Objection and to raise any additional objections to the Abatement Procedures at the hearing on the Abatement Procedures.

Dated: December 7, 2020
Wilmington, Delaware

Respectfully submitted,

TROUTMAN PEPPER HAMILTON
SANDERS LLP

/s/ Marcy J. McLaughlin Smith
Marcy J. McLaughlin Smith (DE 6184)
Hercules Plaza, Suite 5100
1313 N. Market Street
Wilmington, DE 19801
Telephone: (302) 777-6500
Facsimile: (302) 421-8390
E-mail: marcy.smith@troutman.com

-and-

Matthew Ray Brooks (admitted *pro hac vice*)
600 Peachtree Street, NE
Suite 3000
Atlanta, GA 30308
Telephone: (404) 885-2618
Facsimile: (404) 962-6983
E-mail: matthew.brooks@troutman.com

Counsel to Chick-fil-A, Inc.

CERTIFICATE OF SERVICE

I, Marcy J. McLaughlin Smith, hereby certify that on the 7th day of December, 2020, I caused the foregoing *Joinder of Chick-Fil-A, Inc. to Objection of National Retail Property, LP; Aston Properties, Inc.; Benderson Development Company, LLC; Brookfield Properties Retail, Inc.; Regency Centers, LP; and Realty Income Corp. to Debtors' Notice of Litigation Schedule* to be served by email upon the below parties; and all ECF participants in these cases were served electronically through the Court's ECF noticing system, at their respective email addresses registered with the Court.

RTI Holding Company, LLC
333 East Broadway Ave.
Maryville, TN 37804
Attn: Shawn Lederman
slederman@rubytuesday.com

Richard M. Pachulski, Esquire
Malhar S. Pagay, Esquire
James E O'Neill, Esquire
Victoria A. Newmark, Esquire
Pachulski Stang Ziehl & Jones LLP
919 North Market Street, 17th Floor
Wilmington, DE 19899-8705
joneill@pszjlaw.com
rpachulski@pszjlaw.com
vnewmark@pszjlaw.com

Sean A. O'Neal, Esquire
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
soneal@cgsh.com

Linda Richenderfer, Esquire
Office of The United States Trustee
844 King Street
Suite 2207, Lockbox 35

Wilmington, DE 19801
linda.richenderfer@usdoj.gov

Justin R. Alberto, Esquire
G. David Dean, Esquire
Andrew John Roth-Moore, Esquire
Cole Schotz P.C.
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
jalberto@coleschotz.com
ddean@coleschotz.com
aroth-moore@coleschotz.com

Nancy M Bello, Esquire
Adam C. Rogoff, Esquire
Robert T Schmidt, Esquire
Jennifer R Sharret, Esquire
Jonathan M. Wagner, Esquire
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
nbello@kramerlevin.com
arogoff@kramerlevin.com
rschmidt@kramerlevin.com
jsharret@kramerlevin.com
jwagner@kramerlevin.com

/s/ Marcy J. McLaughlin Smith

Marcy J. McLaughlin Smith (DE No. 6184)